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BEFORE THE ARIZONA CORPORATION COMMISSION

KRISTIN K. MAYES
Chairman

GARY PIERCE
Commissioner

PAUL NEWMAN
Commissioner

SANDRA D. KENNEDY
Commissioner

BOB STUMP
Commissioner

Arizona Corporation Commission

DOCKETED

DEC 10 2010

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IN THE MATTER OF THE APPLICATION
OF CCG COMMUNICATIONS, LLC FOR
APPROVAL TO PLEDGE OR ENCUMBER
ASSETS

DOCKET NO. T-04290A-10-0396

DECISION NO. 72027

ORDER

Open Meeting
November 22 and 23, 2010
Phoenix, Arizona

BY THE COMMISSION:

FINDINGS OF FACT

1. On September 27, 2010, CCG Communications, LLC ("CCG") filed an application for approval to pledge or encumber assets in connection with a new loan transaction.

2. The parent of CCG, Light Tower Holdings, LLC ("Light Tower"), represents in its application its intention to enter into a loan transaction with GE Capital Markets, Inc. and SunTrust Robinson Humphrey Inc. The loan transaction will provide for senior secured facilities comprised of a term loan and a revolving credit facility. Funds from the loan transaction will be used to pay off prior indebtedness and finance Light Tower's acquisition of Lexent, Inc., a Delaware Corporation, which does not conduct business in Arizona. As part of the loan transaction, CCG will pledge its assets as security. The proposed transaction is a financing application by a competitive local exchange carrier ("CLEC") that will encumber assets.

3. In response to a Staff email data request, CCG stated that prepaid funds and deposits for Arizona customers will not be encumbered.

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3. The Commission, having reviewed the filing and Staff's Memorandum dated November 9, 2010, concludes that it is in the public interest to approve the application, as discussed herein.

IT IS THEREFORE ORDERED that the application of CCG Communications, LLC to pledge or encumber assets in connection with a new loan application, be and hereby is approved, as discussed herein.

IT IS FURTHER ORDERED that all customer deposits and prepayments shall be excluded from encumbrance and equivalent amounts shall be retained by CCG Communications, LLC.

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1 IT IS FURTHER ORDERED that copies of executed security documents shall be filed
2 with the Compliance Section within 90 days of the decision in this matter.

3 IT IS FURTHER ORDERED that this Decision become effective immediately.


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5 **BY THE ORDER OF THE ARIZONA CORPORATION COMMISSION**

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7 CHAIRMAN

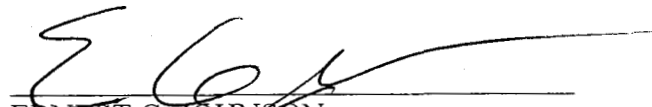

COMMISSIONER

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10 COMMISSIONER


COMMISSIONER


COMMISSIONER

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12 IN WITNESS WHEREOF, I, ERNEST G. JOHNSON,
13 Executive Director of the Arizona Corporation Commission,
14 have hereunto, set my hand and caused the official seal of
15 this Commission to be affixed at the Capitol, in the City of
16 Phoenix, this 10th day of December, 2010.

17 
18 ERNEST G. JOHNSON
19 EXECUTIVE DIRECTOR

20 DISSENT: _____

21 DISSENT: _____

22 SMO:AFF:lhmk/KR
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1 SERVICE LIST FOR: CCG Communications, LLC
2 DOCKET NO. T-04290A-10-0396

3 Mr. Michael T. Hallam
4 Lewis and Roca LLP
40 North Central Avenue
5 Phoenix, Arizona 85004

6 Mr. David Mayer
7 General Counsel
7 Lighttower Fiber Networks
8 80 Central Street
Boxborough, Massachusetts 01719

9 Mr. Steven M. Olea
10 Director, Utilities Division
11 Arizona Corporation Commission
12 1200 West Washington Street
Phoenix, Arizona 85007

13 Ms. Janice M. Alward
14 Chief Counsel, Legal Division
14 Arizona Corporation Commission
15 1200 West Washington Street
Phoenix, Arizona 85007